



July 26, 2007

Marlene Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

VIA ECFS

Re: Notification of Subscriber Transfer Pursuant to 47 C.F.R. § 64.1120(e)
CC Docket No. 00-257

Dear Ms. Dortch:

Time Warner Telecom Inc. ("Time Warner Telecom") hereby files this letter pursuant to Section 64.1120(e) of the Commission's Rules to notify the Commission of the transfer of subscribers in a *pro forma* transaction as described below.

Names of the Parties to the Transaction: Time Warner Telecom of the Mid-South LLC, a wholly owned subsidiary of Time Warner Telecom, will acquire subscribers from its sister company, Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Chattanooga, LLC ("Xspedius affiliates").

Types of Telecommunications Services Provided to Affected Customers: Xspedius affiliates provide local, long distance, private line and toll services in Tennessee. Time Warner Telecom of the Mid-South LLC will provide the same services on the same terms, rates, and conditions.

Date of the Transfer: The parties anticipate that the affected customers will be transferred to Time Warner Telecom of the Mid-South LLC on or about August 10, 2007, or as soon as possible pending the receipt of regulatory approvals.

Certification of Compliance: Time Warner Telecom hereby certifies that it has provided advanced subscriber notice in accordance with Section 64.1120(e)(3) of the Commission's rules. 47 C.F.R. § 64.1120(e)(3). Time Warner Telecom further certifies that it has complied with the obligations specified in the notice and any other applicable statutory and Commission requirements.

Copy of Notice Sent to Affected Subscribers: Attached hereto is a copy of the advance notice that was mailed to affected subscribers on July 11, 2007. If no alternative

provider is selected, the subscribers will become customers of Time Warner Telecom of the Mid-South LLC.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Don Shephard
VP-Federal Regulatory Affairs
Time Warner Telecom

TIME WARNER TELECOM

CONNECTING YOUR BUSINESS TO MORE BUSINESS™

July 11, 2007

AN IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATION SERVICE FROM XSPEDIUS MANAGEMENT CO. SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT CO. OF CHATTANOOGA, LLC

Dear Customer:

Thank you for being a loyal customer of Xspedius Management Co. Switched Services, LLC or Xspedius Management Co. of Chattanooga, LLC (collectively "Xspedius"). It has been our pleasure to provide you with quality telecommunications service.

As you know, Xspedius recently sold its Tennessee regulated telecommunications assets to Time Warner Telecom Inc. We are pleased to now inform you that Time Warner Telecom Inc. is consolidating all of its Tennessee regulated telecommunications assets into Time Warner Telecom of the Mid-South, LLC, a subsidiary of Time Warner Telecom, Inc. Following this consolidation, Xspedius will no longer provide telecommunications services in Tennessee. Your transition from Xspedius to Time Warner Telecom of the Mid-South, LLC for telecommunications services requires no action on your part.

The transfer of your service to Time Warner Telecom of the Mid-South, LLC will be invisible to you because Time Warner Telecom of the Mid-South, LLC will utilize the same facilities that currently serve your account. Moreover, there will be no change in the services you have ordered. The transfer of your services to Time Warner Telecom of the Mid-South, LLC will be seamless and without down time or modification to existing services or rates and will become effective August 18, 2007. This transfer requires no action on your part. The local account team who services your account today will continue to provide you the excellent service that you have experienced to date.

We believe that this new development will be good for your company. The vision, financial capital, and experience of Time Warner Telecom Inc. will bring our customers innovation and excellent customer service. As your new service provider, Time Warner Telecom of the Mid-South, LLC will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Tennessee Regulatory Authority. If in the future Time Warner Telecom of the Mid-South, LLC determines that rates, terms, or conditions require modification, it will follow the contract terms or the Tennessee Regulatory Authority rules regarding such changes, including, where required, written 30 day notice to customers. Xspedius and Time Warner Telecom, Inc. will continue to be responsible for the resolution of any complaints filed or otherwise raised until the consolidation is finalized. If any increase in your rates

should occur within 90 days of the date this change becomes effective, Time Warner Telecom of the Mid-South, LLC will notify you at least 30 days in advance. Subsequent changes will be reflected in Time Warner Telecom of the Mid-South, LLC's Tennessee tariffs.

If you do not wish to become a customer of Time Warner Telecom of the Mid-South, LLC, you may, in accordance with the terms of your contract, select another service provider within 30 days of the date of this letter. If you do not select another provider Time Warner Telecom of the Mid-South, LLC will automatically become your service provider effective thirty days from the date of this letter. If applicable, Time Warner Telecom of the Mid-South, LLC agrees to pay any fees charged to you associated with changing service to Time Warner Telecom of the Mid-South, LLC. However, should you select another provider, you may incur additional charges. If you change providers, the terms and conditions of your Xspedius contract will still apply, including any applicable termination liability or change charges. Please be aware that you are responsible for paying all bills rendered to you by Xspedius during this transition. You may be subject to termination of your service in accordance with the terms of your contract and applicable Commission rules if you fail to pay your telephone bill.

If you do not want service from Time Warner Telecom of the Mid-South, LLC you must select a new provider as soon as possible. Otherwise, you need do nothing and your service will seamlessly transfer to Time Warner Telecom of the Mid-South, LLC.

Xspedius remains committed to providing you with excellent service during this period of transition. If you have any questions regarding this notice or your service, past or present, please call 1-800-937-7473. Time Warner Telecom of the Mid-South, LLC looks forward to meeting your communication needs including bundled packages of voice and data services, local phone service, Internet access, and managed networking solutions.

Sincerely,

Xspedius Management Co. Switched Services, LLC
Xspedius Management Co. of Chattanooga, LLC
Time Warner Telecom of the Mid-South, LLC